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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CRAWFORD LATERAL NUMBER 1
WATER USERS ASSOCIATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of CRAWFORD LATERAL NUMBER 1 WATER USERS ASSOCIATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 7, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Sheryl Reubens

ARTICLES OF INCORPORATION

OF

CRAWFORD LATERAL NUMBER 1 WATER USERS ASSOCIATION, INC.

MAY 7 4 05 PM '92
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the state of Idaho regarding nonprofit corporations, do hereby certify as follows:

ARTICLE I.

The name of the corporation shall be "CRAWFORD LATERAL NUMBER 1 WATER USERS ASSOCIATION, INC."

ARTICLE II.

This corporation is organized as a nonprofit corporation under the provisions of the Idaho NonProfit Corporation Act.

ARTICLE III.

This nonprofit corporation shall have a perpetual existence.

ARTICLE IV.

This corporation is organized to facilitate the operation of a water users association as provided in Title 42, Chapter 13 of the Idaho Code for the purpose of providing water to those persons who possess an ownership interest in the real property located:

Within the Countryman Estates Subdivision
No. 1 as legally described in Ada County Plat
Book #36 beginning on page no. 3082;

Within the Countryman Estates Subdivision
No. 2 as legally described in Ada County Plat
Book #39 beginning on page no. 3241;

Within the Countryman Estates Subdivision
No. 3 as legally described in Ada County Plat
Book #45 beginning on page no. 3727;

Within the Countryman Estates Subdivision
No. 4 as legally described in Ada County Plat
Book #51 beginning on page no. 4357.

ARTICLE V.

The purposes for which this nonprofit corporation is organized shall be limited to only those, agricultural, horticulture or other purposes which allow it to qualify as a tax-exempt organization under Section 501(c)(5) of the Internal Revenue Code.

ARTICLE VI.

This nonprofit corporation shall have all powers permitted for a nonprofit corporation under Idaho law and as provided in Title 42, Chapter 13, Idaho Code.

ARTICLE VII.

The total number of authorized shares of capital stock in this corporation is 21.26, which is based upon the total water rights of the corporation due from the lateral in miners inches, and all of which shall be common stock without nominal or par value.

ARTICLE VIII.

There shall be one class of members of the corporation. Those individuals or legal entities which possess an ownership interest in that property above-described are eligible to purchase shares of stock in the corporation. An individual or legal entity is entitled to purchase one share of stock or a fractional share of stock in the corporation for each inch or fractional inch of water they are entitled to receive from the lateral for their property above-described in which such individual can evidence they possess an ownership interest.

ARTICLE IX.

Each member shall be entitled to one vote per share of stock or a fraction of a vote for each fraction of a share of stock they own, at all membership meetings of the corporation for all purposes. Such vote(s) may be exercised by the member in person, or by another by proxy as provided by law. All notices of membership meetings shall be given by a written notice mailed to the post office address of every member.

ARTICLE X.

The affairs and business of this corporation shall be managed by a Board of Directors consisting of three (3) members. All directors must be members of the corporation. At the annual meetings of the membership, the Board of Directors shall be elected by majority vote of the members and cumulative voting shall apply.

ARTICLE XI.

The Board of Directors of this nonprofit corporation may, by resolution, appoint or designate one or more committees to carry out specific duties on behalf of the corporation as authorized by Section 30-317, Idaho Code.

ARTICLE XII.

The street address and mailing address of the initial registered office of the corporation shall be at 1866 Regent, Boise, Idaho, 83706.

ARTICLE XIII.

The initial registered agent of this corporation shall be Louis Russel whose street address and mailing address is 1866 Regent, Boise, Idaho, 83706.

ARTICLE XIV.

The names and addresses of the directors constituting the initial Board of Directors are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|---|
| 1. Steven Gross | 2157 Derring Place Boise, Idaho 83709 |
| 2. Kevin Nielsen | 10381 K-Bar-T Drive Boise, Idaho 83705 |
| 3. Louis Russel | 1866 Regent Boise, Idaho 83706 |

ARTICLE XV.

The Board of Directors shall be vested with the management of all affairs of the corporation, and the initial Board of Directors specified herein shall have the authority to adopt the initial Bylaws of the corporation, and the members shall thereafter

ARTICLES OF INCORPORATION - 4.

have the authority to amend the Bylaws by majority vote at an annual or special meeting of the stockholders.

ARTICLE XVI.

The names and addresses of the incorporators of this nonprofit corporation are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|---|
| 1. Steven Gross | 2157 Derring Place Boise, Idaho 83709 |
| 2. Kevin Nielsen | 10381 K-Bar-T Drive Boise, Idaho 83705 |
| 3. Louis Russel | 1866 Regent Boise, Idaho 83706 |

ARTICLE XVII.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code, or

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corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XVIII.

Upon the dissolution of the corporation, assets shall be distributed by the Board of Directors to a water user association, irrigation district or other nonprofit corporations or organizations for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporators of said nonprofit corporation have hereunto signed these Articles of Incorporation this 6th day of May, 1992.


Steven Gross

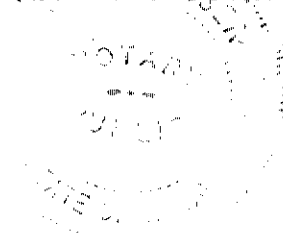

Kevin Nielsen


Louis Russel

STATE OF IDAHO)
) ss.
County of Ada)

On this 6th day of May, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared STEVEN GROSS, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

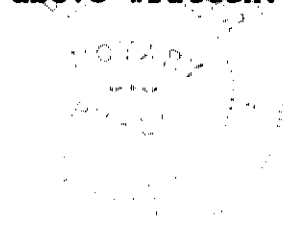


David Sasser
Notary Public for Idaho
Residing at Boise, Idaho
Expiration Date: Dec. 1997

STATE OF IDAHO)
) ss.
County of Ada)

On this 6th day of May, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared KEVIN NIELSEN, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

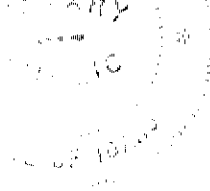


David Sasser
Notary Public for Idaho
Residing at Boise, Idaho
Expiration Date: Dec. 1997

STATE OF IDAHO)
) ss.
County of Ada)

On this 6th day of May, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared LOUIS RUSSEL, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



David Sasser
Notary Public for Idaho
Residing at Boise, Idaho
Expiration Date: Dec. 1997

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